

# EXHIBIT 42

# EXHIBIT B

**UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE**

OFI RISK ARBITRAGES, OFI RISK ARB  
ABSOLU and TIMBER HILL LLC,  
individually and on behalf of all others  
similarly situated,

Plaintiffs,

v.

COOPER TIRE & RUBBER COMPANY, ROY  
ARMES and BRADLEY HUGHES,

Defendants.

Civ. A. No. 1:14-cv-00068-LPS

CLASS ACTION

JURY TRIAL DEMANDED

**ECF CASE**

**DECLARATION IN SUPPORT OF MOTION OF  
OFI ASSET MANAGEMENT AND TIMBER HILL LLC FOR APPOINTMENT AS  
LEAD PLAINTIFF AND APPROVAL OF THEIR SELECTION OF LEAD COUNSEL**

I, Jean-Luc Malafosse, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I respectfully submit this Joint Declaration in support of the motion of OFI Asset Management and Timber Hill LLC (“Timber Hill”) for appointment as Lead Plaintiff in the above-captioned securities class action on behalf of investors in Cooper Tire & Rubber Company (“Cooper” or the “Company”) common stock.

2. I, Jean-Luc Malafosse, serve as General Secretary of OFI Asset Management. OFI Asset Management, a subsidiary of OFI Group, is a France-based asset manager that manages a variety of mutual funds. All told, the OFI Group employs a staff of about 260, and, as of December 2013, has over \$75 billion in assets under management. OFI Asset Management maintains a dedicated staff of compliance officers and in-house attorneys, who, among other things, supervise litigation on behalf of the company. As reflected in its certification that accompanied its motion, OFI Asset Management purchased a significant amount of Cooper common stock through OFI Risk Arbitrages Fund and OFI Risk Arb Absolu Fund (the “OFI Funds”), and suffered substantial losses as a result of the violations of the federal securities laws alleged in this action.

3. The OFI Funds are structured as “Fonds Commun de Placement,” or “FCPs,” and are organized under the laws of France. As such, under French law, the OFI Funds do not have a legal personality and cannot act on their own. Accordingly, OFI Asset Management, as asset manager for the OFI Funds, has the exclusive right to manage the OFI Funds and engage in litigation in their names. As a sophisticated institutional investor, OFI Asset Management is a fiduciary for investors in the OFI Funds. Moreover, OFI Asset Management understands that, by initiating this action on behalf of the OFI Funds in this Court and serving as Lead Plaintiff

therein, it consents to the jurisdiction of this Court and is subject to and bound by all rulings, judgments, or orders issued by this Court in this action.

4. After a careful review of the facts underlying the action, the size of the losses suffered by OFI Asset Management as a result of its transactions in Cooper common stock, and consideration of the significant public policy issues implicated by Cooper's misconduct, OFI Asset Management determined to jointly commence with Timber Hill, the above-captioned action. Specifically, on January 17, 2014, OFI Asset Management and Timber Hill, through their proposed Lead Counsel Entwistle & Cappucci LLP ("Entwistle & Cappucci") and Bernstein Litowitz Berger & Grossmann LLP ("Bernstein Litowitz"), filed the only securities fraud action against Cooper. That same day, through their chosen counsel, OFI Asset Management and Timber Hill circulated notice of its filing, as is required by the PSLRA.

5. OFI Asset Management believes that the securities class action lawsuit against Cooper is an important and complex action that implicates serious public policy concerns relevant to the investment community at large. Given the significance of this action and severity of our respective firm's losses, I believe that this case requires the leadership of dedicated and sophisticated institutional investors who are committed to achieving the best possible outcome for the class. I also believe the class will be well-served by the resources and experiences of sophisticated institutional investors which have the ability and experience supervising counsel and directing a complex matter such as this one. It is for these reasons, among others, that OFI Asset Management decided to file the complaint with Timber Hill that initiated this action and seek appointment as Lead Plaintiff. I reviewed and authorized the filing of that complaint after discussing the factual allegations and claims with our counsel.



6. OFI Asset Management is dedicated to maximizing the recovery of the class, which is evidenced by, among other things, the fact that OFI Asset Management with Timber Hill initiated the only action against Cooper.

7. OFI Asset Management understands that, if appointed as Lead Plaintiff, it will have fiduciary duties to the proposed class, including the duties to maximize recovery for all class members, to supervise the litigation, and to ensure that the litigation is prosecuted effectively and efficiently by Lead Counsel. OFI Asset Management is committed to serving as class representatives and believes that its adequacy is demonstrated by, among other things, its actions to date in bringing the first and only filed action and repeatedly conferring with counsel and providing input to counsel regarding litigation strategy and other matters.

8. OFI Asset Management understands and accepts to supervise the prosecution of the case to guarantee that the action is prosecuted efficiently and without duplication of work, efforts, or costs. OFI Asset Management agrees that it was motivated to initiate this action and seek appointment as Lead Plaintiff therein because it intends to ensure through our supervision and oversight of our proposed Lead Counsel, Entwistle & Cappucci and Bernstein Litowitz, that the action be litigated in such a manner.

9. OFI Asset Management is familiar with the experience, resources, and successes of Entwistle & Cappucci and Bernstein Litowitz, and is well aware that they are accomplished law firms with a history of achieving significant recoveries for investors through litigation. Indeed, OFI believes that Entwistle & Cappucci's and Bernstein Litowitz's history of effectively litigating complex class action lawsuits (including their work and success in prosecuting the Daimler Chrysler case in this jurisdiction) provides comfort that the class will receive the best possible representation. As set forth above, Entwistle & Cappucci and Bernstein Litowitz

Executed this 3<sup>rd</sup> day of April, 2014.

*Handwritten signature*

OFI Asset Management on behalf of  
OFI RISK ARBITRAGES and OFI RISK ARB ABSOLU